

RECORDATION NO. 29960 FILED

NOV 02 '11 -10 30 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D C
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
FELLSWORTH C. ALVORD (1964)

November 2, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of March 14, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents

The names and addresses of the parties to the enclosed document are.

Lessor	BBRX Five LLC 545 Steamboat Road Greenwich, CT 06830
Lessee.	CSX Transportation, Inc. 100 North Charles Street Baltimore, MD 21201

Section Chief
November 2, 2011
Page 2

A description of the railroad equipment covered by the enclosed document
is

49 railcars within the series AOK 354831 – AOK 354997 as more
particularly set forth in the attachment to the document


A short summary of the document to appear in the index is

Memorandum of Full Service Railcar Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the
undersigned

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

MAY 02 '11 -10 30 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 14th day of March, 2011, to that certain Master Full Service Railcar Lease dated as of August 11, 2010, between BBRX FIVE LLC, a Delaware limited liability company (the "Lessor") and CSX TRANSPORTATION, INC., a Virginia corporation (the "Lessee"), is made by the Lessor and the Lessee (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT

WHEREAS, the Parties entered into that certain Master Full Service Railcar Lease dated as of August 11, 2010, Schedule No. 01 thereto dated as of the same date and Schedule No. 02 dated as of September 17, 2010 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement");

WHEREAS, the Parties have entered into Schedule No. 03 dated as of March 14, 2011, covering the equipment listed on Exhibit A hereto (the "Cars") and wish to show for the public record the existence of Schedule No. 03, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date set forth below.


NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

I certify that I hold the title set forth below, that this instrument was executed on behalf of the Lessor by authority of its Board of Directors as of the date set forth below and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

BBRX FIVE LLC, as Lessor

By 
Name. Mary Littlefield
Title Vice President
Date March 14, 2011

I certify that I hold the title set forth below, that this instrument was executed on behalf of the Lessee by authority of its Board of Directors as of the date set forth below and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CSX TRANSPORTATION, INC., as Lessee


By 
Name. CHRISTINE MASTROMARINO
Title MGR LEASING & TRADING
Date. 11 Mar 11

EXHIBIT A

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

Quantity/Car Description

Forty-nine (49) 60'-9" Plate F boxcars with double 8' plug doors and 15" EOCC, 286,000 GRL, AAR Car Type Code A636, built by Gunderson Inc.

Reporting Marks/Numbers

AOK	354831
AOK	354833
AOK	354835
AOK	354843
AOK	354845
AOK	354848
AOK	354850
AOK	354852
AOK	354853
AOK	354855
AOK	354857
AOK	354873
AOK	354878
AOK	354880
AOK	354883
AOK	354886
AOK	354894
AOK	354895
AOK	354897
AOK	354899
AOK	354905
AOK	354908
AOK	354910
AOK	354913
AOK	354914
AOK	354916
AOK	354922
AOK	354923
AOK	354924
AOK	354927
AOK	354928
AOK	354932
AOK	354942
AOK	354943

AOK	354944
AOK	354951
AOK	354956
AOK	354957
AOK	354959
AOK	354964
AOK	354965
AOK	354972
AOK	354973
AOK	354974
AOK	354981
AOK	354986
AOK	354990
AOK	354996
AOK	354997

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

11/2/2011

Edward M Luria

Edward M Luria